

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown
Secretary of State

**CERTIFICATE OF MERGER OR CONSOLIDATION
INTO**

Bank of America Corporation

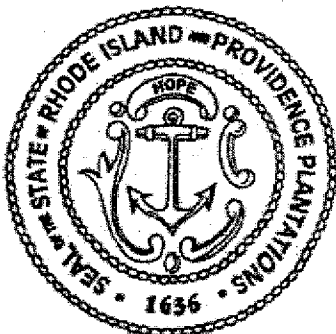
I, MATTHEW A. BROWN, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that duplicate originals of Articles of Merger of **Bank of America Corporation**, a foreign corporation, and **FleetBoston Financial Corporation**, a domestic corporation. Duly signed and verified pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, have been received in this office and are found to conform to law. The affixed is a duplicate original of the Articles of Merger or Consolidation.

WITNESS my hand and the seal
of the State of Rhode Island and
Providence Plantations on this
31st day of March, 2004.

Matthew Brown

Secretary of State

By *Catherine J. Mager*



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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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ARTICLES OF MERGER OR CONSOLIDATION INTO
(To Be Filed In Duplicate Original)

Bank of America Corporation
(Insert full name of surviving or new entity on this line.)

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Pursuant to the applicable provisions of the Rhode Island General Laws, 1956, as amended, the undersigned entities submit the following Articles of ☒ Merger or ☐ Consolidation (check one box only) for the purpose of merging or consolidating them into one entity.

- a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the states under which each is organized are:

Name of entity	Type of entity	State under which entity is organized
<u>Bank of America Corporation</u>	<u>Business Corporation</u>	<u>Delaware</u>
<u>FleetBoston Financial Corporation</u>	<u>Business Corporation</u>	<u>Rhode Island</u>

- b. The laws of the state under which each entity is organized permit such merger or consolidation.

- c. The full name of the surviving or new entity is Bank of America Corporation
which is to be governed by the laws of the state of Delaware

- d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. (Attach Plan of Merger or Consolidation)

- e. If the surviving entity's name has been amended via the merger, please state the new name:
N/A

- f. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that: it may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; it irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

Bank of America Corporation, Bank of America Corporate Center, Charlotte, NC 28255, Attn: General Counsel

- g. The future effective date (which shall be a date or time certain no more than thirty (30) days after the filing of the Articles of Merger or, in the case of a subsidiary merger, on or after the 30th day after the mailing of a copy of the agreement of merger to the shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state) April 1, 2004
12:01 a.m.

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the share

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of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each class:

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class</u>	
		<u>Designation of Class</u>	<u>Number of Shares</u>
<u>Bank of America Corporation</u>			
<u>(See Exhibit 1)</u>			
<u>FleetBoston Financial Corporation</u>	<u>1,068,227,252</u>		

- b. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-87, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares voted for and against such plan, respectively, and as to each class entitled to vote thereon as a class, state the number of shares of each class voted for and against the plan, respectively.

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class</u>		
			<u>Class</u>	<u>Voted For</u>	<u>Voted Against</u>
<u>Bank of America Corporation</u>					
<u>(See Exhibit 2)</u>					
<u>FleetBoston Financial Corporation</u>	<u>746,106,773</u>	<u>6,448,296</u>			

- c. If the surviving or new entity is to be governed by the laws of a state other than Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic entity the amount, if any, to which they shall be entitled under the provisions of Title 7, Chapter 1.1 of the General Laws of Rhode Island, 1956, as amended, with respect to dissenting shareholders.

- d. Complete the following subparagraphs i, ii, and iii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

- i) The name of the subsidiary corporation is _____
- ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.

<u>Number of Shares Outstanding of the Subsidiary Corporation</u>	<u>Designation of Class</u>	<u>Number of Shares of Subsidiary Corporation Owned by Surviving Corporation</u>	<u>Designation of Class</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

- iii) A copy of the plan of merger was mailed to shareholders of the subsidiary corporation on _____

.....

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO TITLE 7, CHAPTER 6 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

- a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.
- b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

BANK OF AMERICA CORPORATION

Print Entity Name

By: Mark Marie V. Jersey SENIOR VICE PRESIDENT
 Name of person signing Title of person signing

By: Rachel R. Cummings Secretary
 Name of person signing Title of person signing

STATE OF NORTH CAROLINA
 COUNTY OF HECKLENBURG

In CHARLOTTE, NC, on this 25th day of MARCH, 2004, before me personally appeared RACHEL R. CUMMINGS who, being duly sworn, declared that he/she is the SECRETARY of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Carol A. Barton
 Notary Public
 My Commission Expires: FEB. 26, 2006

Print Entity Name

By: _____
 Name of person signing Title of person signing

By: _____
 Name of person signing Title of person signing

STATE OF _____
 COUNTY OF _____

In _____, on this _____ day of _____, before me personally appeared _____ who, being duly sworn, declared that he/she is the _____ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public
 My Commission Expires: _____

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED

- a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:
- b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity, which is to merge or consolidate.

SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Print Entity Name

By: _____
Name of person signing Title of person signing

By: _____
Name of person signing Title of person signing

STATE OF _____
COUNTY OF _____

In _____, on this _____ day of _____, before me personally appeared _____ who, being duly sworn, declared that he/she is the _____ of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Notary Public
My Commission Expires: _____

Fleet Boston Financial Corporation
Print Entity Name

By: [Signature] _____
Name of person signing Senior Vice President
Title of person signing

By: Gemma A. Myers _____
Name of person signing Assistant Secretary
Title of person signing

STATE OF Massachusetts
COUNTY OF Suffolk

In Boston MA, on this 26th day of March, 2004, before me personally appeared Lauren A. Mogensen who, being duly sworn, declared that he/she is the Asst. Secretary of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

[Signature]
Notary Public
My Commission Expires: 2/2/07

ID Number: 6486

Exhibits to Articles of Merger
of
Bank of America Corporation
and
FleetBoston Financial Corporation

Exhibit 1

<u>Name of Business Corporation</u>	<u>Total Number of Shares Outstanding</u>	<u>Entitled to Vote as a Class *</u>	
		<u>Designation Of Class</u>	<u>Number of Shares</u>
Bank of America Corporation	1,449,884,203	Common	1,448,614,603
		ESOP Preferred	1,261,824
		Series B Preferred	7,776

* The Common Shares, ESOP Preferred Shares and Series B Preferred Shares all vote together as a single class. The Common Shares and Series B Shares are entitled to one vote per share; the ESOP Preferred Shares are entitled to two votes per share.

Exhibit 2

<u>Name of Business Corporation</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>	<u>Entitled to Vote as a Class *</u>	
			<u>Class</u>	<u>Voted For</u> <u>Voted Against</u>
Bank of America Corporation	976,783,647	23,964,240	Common	975,984,374 23,925,577
			ESOP	
			Preferred	793,532 38,649
			Series B Preferred	5,741 14

* The Common Shares, ESOP Preferred Shares and Series B Preferred Shares all vote together as a single class. The Common Shares and Series B Shares are entitled to one vote per share; the ESOP Preferred Shares are entitled to two votes per share.